

CAPITAL CONNECTION, INC.

417 E. Virginia St., Suite 1, Tallahassee, FL 32301, (904)224-8870
 Mailing Address: Post Office Box 10349, Tallahassee, FL 32302
 TOLL FREE No. 1-800-342-8062
 FAX (904) 222-1222

NAME _____
 FIRM _____
 ADDRESS _____

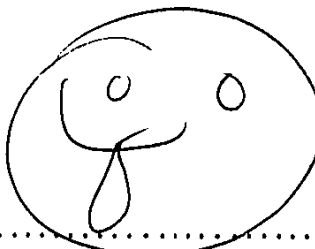
PHONE () _____

Service: Top Priority _____ Regular _____
 One Day Service Two Day Service

To us via _____ Return via _____

Matter No.: _____ Express Mail No. _____

State Fee \$ _____ Our \$ _____



REQUEST	TAKEN	CONFIRMED	APPROVED
DATE	2/6/97	_____	_____
TIME	9:30	_____	CK No. _____
BY	CD	_____	_____

WALK-IN
 Will Pick Up _____

RE: AX Communications
Inc.

	C.C. FEE.	DISBURSED
Capital Express™	_____	_____
<input checked="" type="checkbox"/> Art. of Inc. File	_____	_____
Corp. Record Search	_____	_____
Ltd. Partnership File	_____	_____
Foreign Corp. File	_____	_____
<input checked="" type="checkbox"/> Cert. Copy(s)	_____	_____
Art. of Amend. File	_____	_____
Dissolution/Withdrawal	_____	_____
C U S-	_____	_____
Fictitious Name File	_____	_____
Name Reservation	_____	_____
Annual Report/Reinstatement	_____	_____
Reg. Agent Service	_____	_____
Document Filing	_____	_____
Corporate Kit	300002079973--7	_____
Vehicle Search	-02/06/97--01019--023	_____
Driving Record	***122.50 ***122.50	_____
Document Retrieval	_____	_____
UCC 1 or 3 File	_____	_____
UCC 11 Search	_____	_____
UCC 11 Retrieval	_____	_____
File No.'s, _____ Copies	_____	_____
Courier Service	_____	_____
Shipping/Handling	_____	_____
Phone () _____	_____	_____
Top Priority	_____	_____
Express Mail Prep.	_____	_____
FAX () _____ pgs.	_____	_____
SUBTOTALS	_____	_____

FEE.....	_____
DISBURSED.....	_____
SURCHARGE.....	_____
TAX on corporate supplies.....	_____
SUBTOTAL.....	_____
PREPAID.....	\$ _____
BALANCE DUE.....	\$ _____

Please remit invoice number with payment
 TERMS: NET 10 DAYS FROM INVOICE DATE
 1 1/2% per month on Past Due Amounts
 Past 30 Days, 18% per Annum.

THANK YOU
 from
 Your Capital Connection

RECEIVED
 97 FEB -6 AM 11:33
 SECRETARY OF STATE
 TALLAHASSEE, FLORIDA

**ARTICLES OF INCORPORATION
OF
LAX COMMUNICATIONS, INC.**

FILED
97 FEB -6 AM 11:33
SECRETARY OF STATE
TALLAHASSEE, FLORIDA

The undersigned incorporator, for the purpose of forming a corporation under the Florida Business Corporation Act, hereby adopts the following Articles of Incorporation.

ARTICLE I: NAME

The name of the corporation shall be:

LAX COMMUNICATIONS, INC.

ARTICLE II: DURATION

The corporation shall have perpetual existence.

ARTICLE III: PRINCIPAL OFFICE

The principal place of business and mailing address of this corporation shall be: 7911 South West 73rd Avenue, Miami, Florida 33143.

ARTICLE IV: CAPITAL STOCK

The number of shares of stock that this corporation is authorized to have outstanding at any one time is five hundred (500) shares having a par value of one dollar (\$1.00) per share.

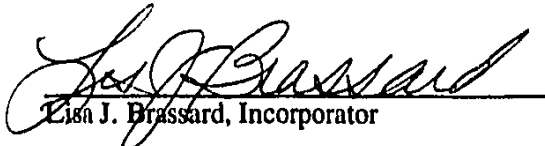
ARTICLE V: INITIAL REGISTERED AGENT AND ADDRESS

The name and address of the initial registered agent is Jay S. Blair, 5396 Gulf Boulevard, #109, St. Pete Beach, Florida, 33706.

ARTICLE VI: INCORPORATOR

The name and address of the incorporator to these Articles of Incorporation is Lisa J. Brassard, 2645 Sheridan Drive, Tonawanda, New York 14150.

The undersigned has executed these Articles of Incorporation this 5th day of February, 1997.


Lisa J. Brassard, Incorporator

**CERTIFICATE OF DESIGNATION
REGISTERED AGENT / REGISTERED OFFICE**

FILED
97 FEB -6 AM 11:34
SECRETARY OF STATE
TALLAHASSEE, FLORIDA


Pursuant to the provisions of Section 607.0501, Florida statutes, the mentioned corporation, organized under the laws of the State of Florida, submits the following statement in designating the registered office/registered agent, in the State of Florida.

1. The name of the corporation is:

LAX COMMUNICATIONS, INC.

2. The name and address of the registered agent and office is Jay S. Blair, 5396 Gulf Boulevard, #109, St. Pete Beach, Florida, 33706

HAVING BEEN NAMED AS REGISTERED AGENT AND TO ACCEPT SERVICE OF PROCESS FOR THE ABOVE-STATED CORPORATION AT THE PLACE DESIGNATED IN THIS CERTIFICATE, I HEREBY ACCEPT THE APPOINTMENT AS REGISTERED AGENT AND AGREE TO ACT IN THIS CAPACITY. I FURTHER AGREE TO COMPLY WITH THE PROVISION OF ALL STATUTES RELATING TO THE PROPER AND COMPLETE PERFORMANCE OF MY DUTIES, AND I AM FAMILIAR WITH AND ACCEPT THE OBLIGATIONS OF MY POSITION AS REGISTERED AGENT.


Jay S. Blair